

FCC/MELLON DEC 29 2005

RECEIPT

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
JVAH Limited Partnership)
Transferor)
)
The Virginia S. Haynes Testamentary Trust fbo)
Justin VA Haynes, Justin VA Haynes Trustee)
Transferee)
)
For Transfer of Control of Big Bend Telephone Company, Inc.)
A Texas Incumbent Local Exchange Carrier)
Holding Domestic Blanket Authorizations under)
Section 214 of the Communications Act)

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR STREAMLINED TRANSFER OF CONTROL
OF DOMESTIC BLANKET SECTION 214 AUTHORIZATION**

Commission authorization is hereby requested for the transfer of control of Big Bend Telephone Company, Inc. ("Big Bend") from JVAH Limited Partnership ("JVAH" or "Transferor") to The Virginia S. Haynes Testamentary Trust For Benefit of Justin VA Haynes, Justin VA Haynes Trustee (the "Trust" or "Transferee"). Big Bend is a Texas local exchange carrier that serves, rural exchanges in and around rural west Texas. All of the applicants are United States citizens.

The proposed transaction consists of the sale of all of the capital stock of Nevill Holdings, Inc. (which owns 100 percent of the stock of Big Bend) by JVAH to the Trust. This sale will be accomplished through a merger in which the Trust will exchange its shares in a merger sub for that of Nevill Holdings, Inc. and JVAH will surrender all of its shares in Nevill Holdings, Inc. JVAH currently owns one hundred percent (100.0%) of the capital stock of Nevill Holdings, Inc. all of which stock is common stock. After the

proposed transaction is completed, the Trust will own one hundred percent (100.0%) of the capital stock of Nevill Holdings, Inc. Following the transaction, Big Bend will continue to be a wholly-owned subsidiary of Nevill Holdings, Inc.

Big Bend is an incumbent local exchange carrier that was created in 1960 to serve the rural west Texas counties of Brewster, Presidio, Jeff Davis, Terrell, Crockett, Val Verde and Pecos. Big Bend currently serves 5,595 access lines in 14 exchanges.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferor:

JVAH Limited Partnership
Attention: Jefferson Haynes
808 North Fifth Street
Alpine, Texas 79830
Telephone: (432) 364-1000
Facsimile: (432) 364-0023

Transferee:

The Virginia S. Haynes Testamentary Trust For Benefit of Justin Haynes
Justin VA Haynes, Trustee
Attention: Justin VA Haynes
808 North Fifth Street
Alpine, Texas 79830
Telephone: (432) 364-1000
Facsimile: (432) 364-0023

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Big Bend is a corporation organized under the laws of the State of Texas. Nevill Holdings, Inc. is a corporation organized under the laws of the State of Delaware. JVAH is a partnership organized under the laws of the State of Texas and the Trust is established under the laws of the State of Texas.

- (3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

For Transferor:

JVAH Limited Partnership
Attention: Jefferson Haynes
808 North Fifth Street
Alpine, Texas 79830
Telephone: (432) 364-1000
Facsimile: (432) 364-0023

With a copy to Counsel:

Gerard J. Duffy, Esquire
Richard D. Rubino, Esquire
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

For Transferees:

The Virginia S. Haynes Testamentary Trust For Benefit Of Justin VA Haynes
Justin VA Haynes, Trustee
Attention: Justin VA Haynes
808 North Fifth Street
Alpine, Texas 79830
Telephone: (432) 364-1000
Facsimile: (432) 364-0023

With a copy to Counsel:

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- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (the nearest one percent):

Current Ownership of Big Bend:

Prior to the proposed transaction, the name, address, citizenship and principal business of the entities that directly or indirectly owns at least ten (10) percent of the equity of Big Bend are, as follows:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Nevill Holdings, Inc. 808 North Fifth Street Alpine, Texas 79830	100%	Delaware Corporation	Holding Company

Nevill Holdings, Inc. is owned, as follows:

<u>Name and Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
JVAH Limited Partnership 808 North Fifth Street Alpine, Texas 79830	100%	Texas LP	Holding Company

JVAH Limited Partnership is owned, as follows:

<u>Name and Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Jefferson V. Haynes (Husband) Stephanie Haynes (Wife) 808 North Fifth Street Alpine, Texas 79830	98% LP Joint	USA	Telecommuni- cations
JVAH Management, L.L.C. 808 North Fifth Street Alpine, Texas 79830	2% GP	Texas LLC	Holding Company

JVAH Management, L.L.C. is owned, as follows:

<u>Name and Address</u>	<u>Equity</u>	<u>Citizenship</u>	<u>Business</u>
Jefferson V. Haynes 808 North Fifth Street Alpine, Texas 79830	100%	USA	Telecommuni- cations

Proposed Ownership of Big Bend:

After the proposed transaction, the names, addresses, citizenship and principal businesses of the entities that will directly or indirectly own at least ten (10) percent of the equity of Big Bend Telephone Company are, as follows:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Nevill Holdings, Inc. 808 North Fifth Street Alpine, Texas 79830	100%	Delaware Corporation	Holding Company

Nevill Holdings, Inc. will be owned, as follows:

<u>Name and Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
The Virginia S. Haynes Testamentary Trust For Benefit of Justin VA Haynes Justin VA Haynes, Trustee 808 North Fifth Street Alpine, Texas 79830	100%	USA	Trust

(5) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Big Bend, Nevill Holdings, Inc., the Trust and Justin VA Haynes hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction consists of the sale of all of the capital stock of Nevill Holdings, Inc., by JVAH Limited Partnership to the Trust. The proposed transaction will be completed through the merger of Nevill Mergers, Inc. (which is wholly owned by the Trust) into and with Nevill Holdings, Inc., with Nevill Holdings, Inc. being the surviving entity. Pursuant to the merger, the Trust will surrender all of its shares in Nevill Mergers, Inc. in exchange for shares of Nevill Holdings, Inc. and JVAH Limited Partnership will surrender its all of its shares in Nevill Holdings, Inc. As a result, the Trust will be the sole shareholder of Nevill Holdings, Inc.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

A map of Big Bend's service area is attached hereto.

Justin VA Haynes is currently the President of Big Bend. Justin VA Haynes has no other telecommunications interests.

Big Bend was established in 1960 by Nevill Haynes, and currently serves 5,595 subscribers in 14 exchanges served by 13 Central Offices covering 17,593 square miles. Big Bend serves the rural west Texas counties of Brewster, Presidio, Jeff Davis, Terrell, Crockett, Val Verde and Pecos. All of the areas served by Big Bend are rural towns, communities and ranches.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

The Trust, and Justin VA Haynes as beneficiary, are not presently owners of a telecommunications provider. Therefore, the application fits into the presumptive streamline category set forth in Section 63.03(b)(1)(ii) of the Commission's Rules. In addition, Big Bend, with approximately 5,595 access lines, has far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide and no overlapping service areas. These approximately 5,595 lines comprise a very small fraction of the 3,601,735 end-user switched access lines that constituted two percent of the nation's estimated 180,086,735 end-user switched access lines as of June 30, 2004. Source: Industry Analysis and Technology Division, Trends in Telephone Service, April 2005, Table 8.1. The Transferee will have a market share of far less than 10 percent in the interstate, interexchange market, and will continue to provide telephone exchange and exchange access services to isolated rural areas that would otherwise go unserved.

(9) Identification of all other Commission applications related to the same transaction:

The parties are filing concurrently herewith an application for Commission consent to the transfer of control of Big Bend, with respect to various wireless licenses, from JVAH to the Trust. The file number for this application is 0002408529. The parties are also filing an application for Commission consent to the transfer of control of Big Bend, with respect to Domestic Fixed Earth Station E050289. The file number for this application is SES-T/C-20051223-01796.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction comprises the sale of the stock of a small company that provides local exchange and interexchange service within several rural west Texas counties. The transaction, which is principally an intra-family transaction, will permit the continued provision of service to Big Bend's subscribers. Justin VA Haynes, as the current President and Chief Operating Officer of Big Bend, has been engaged in the day-to-day management and operations of the Company and is able to continue bringing quality service to its customers.

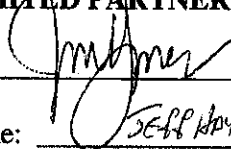
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Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of Big Bend and its domestic blanket Section 214 authorizations from JVAH to the Trust.

Respectfully submitted,

JVAH LIMITED PARTNERSHIP

By: 

Typed Name: Jeff Haynes

Title: officer

Date: December 26, 2005

**THE VIRGINIA S. HAYNES TESTAMENTARY
TRUST FOR BENEFIT OF JUSTIN VA
HAYNES, JUSTIN VA HAYNES, TRUSTEE**

By: 

Typed Name: Justin VA Haynes

Title: Trustee

Date: December 26, 2005

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